

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

In re:	§	CASE NO. _____
GASFRAC ENERGY SERVICES, INC.,	§	Chapter 15
<u>Debtor in a foreign proceeding.</u>	§	
In re:	§	CASE NO. _____
GASFRAC SERVICES GP, INC.,	§	Chapter 15
<u>Debtor in a foreign proceeding.</u>	§	
In re:	§	CASE NO. _____
GASFRAC US HOLDINGS, INC.	§	Chapter 15
<u>Debtor in a foreign proceeding.</u>	§	
In re:	§	CASE NO. _____
GASFRAC ENERGY SERVICES LIMITED PARTNERSHIP,	§	Chapter 15
<u>Debtor in a foreign proceeding.</u>	§	
In re:	§	CASE NO. _____
GASFRAC Inc.,	§	Chapter 15
<u>Debtor in a foreign proceeding.</u>	§	
In re:	§	CASE NO. _____
GASFRAC ENERGY SERVICES (US) INC.,	§	Chapter 15
<u>Debtor in a foreign proceeding.</u>	§	

**MONITOR'S EMERGENCY EX PARTE APPLICATION FOR TEMPORARY
RESTRAINING ORDER AND RELIEF PURSUANT TO SECTIONS 105(A) AND 1519
OF THE BANKRUPTCY CODE**

Now comes Ernst & Young, LLP ("EY"), as the court-appointed monitor (the "Monitor") and authorized foreign representative of the above-captioned Debtors,¹ and states:

**I.
JURISDICTION, VENUE, AND CORE ALLEGATIONS**

This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334(a) and (b) and 11 U.S.C. § 1501 of the Bankruptcy Code. Venue is proper in this district pursuant to 28 U.S.C. § 1410. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P).

**II.
EMERGENCY RELIEF REQUESTED**

The Debtors are a group of Canadian-based companies who have filed for restructuring under the Companies' Creditors Arrangement Act in Canada. The Canadian Court has appointed the Monitor for the Debtors. The Debtors are attempting to sell their assets through a court-supervised procedure. The Monitor has contemporaneously filed a petition for recognition of the foreign proceedings under Chapter 15 of the Bankruptcy Code in this Court. The Monitor is concerned that, if immediate relief staying execution of assets and litigation is not ordered, creditors in the United States will take action that could disrupt the sale and thereby damage the body of creditors and stakeholders. Accordingly, the Monitor seeks emergency provisional relief under 11 U.S.C. § 1519 and 105(a).

¹ The "Debtors" are the following six entities: GASFRAC Energy Services Inc. ("GESI"), which is the 100% parent company of GASFRAC Services GP Inc. ("GSGP"), GASFRAC US Holdings Inc. ("Holdings"), and the 99.99865% owner of GASFRAC Energy Services Limited Partnership ("GES LP") (GSGP owns the remaining 0.00135% or one unit of GES LP). Holdings is in turn the 100% owner of GASFRAC Inc. ("GI") and GASFRAC Energy Services (US) Inc. ("GESI US").

III.
SUPPORT FOR THIS APPLICATION

The Monitor attaches the following Exhibits to this Application.

Exhibit	Description	Comment
A	Form of Order Granting Monitor's Emergency Ex Parte Application For Temporary Restraining Order And Relief Pursuant To Sections 105(A) And 1519 Of The Bankruptcy Code	

The Monitor also requests that the Court take judicial notice of its files in this case, and relies upon Monitor's Notice Of Filing Of Documents In Support Of First Day Motions, filed contemporaneously herewith.

IV.
BACKGROUND

A. The Structure and General Operations of the Debtors

1. The entities seeking protection in the Canadian Proceedings and under chapter 15 of the Bankruptcy Code are the Debtors.

2. GESI is a corporation formed under the Alberta *Business Corporations Act*, R.S.A c. B-7 of Alberta, Canada (the "ABCA") with its principal place of business located in Calgary, Alberta, Canada. Its shares are publically traded on the Toronto Stock Exchange under the symbol GFS. GSGP is a corporation formed under the ABCA and a wholly-owned subsidiary of GESI. GES LP is a registered partnership formed under the ABCA with GSGP, a corporation registered under the ABCA, owning .00135% and serving as GES LP's General Partner and GESI owning 99.99865% of GSGP's equity. Holdings is a Delaware corporation that is wholly-owned by GESI. GI is a Delaware corporation wholly owned by Holdings. GESI US is a

Delaware corporation wholly owned by Holdings (together, Holdings, GESI US, and GI² are “**GASFRAC US**”).

3. The corporate operations of the Debtors are directed and controlled through the parent company, GESI. All of the directors of the Debtors are employees of GESI LP or GESI and are located in Canada. Likewise, all of the officers of the Debtors are employees of GESI LP or GESI and are located in the corporate headquarters of GESI in Alberta, Canada. All key corporate decision making is directed and controlled at the parent level by GESI, including decisions regarding contracts, accounts payable, accounts receivable, human resources, insurance, capital expenditures and financing. In addition, the working capital financing for the Debtors is provided by PNC Bank Canada Branch (“**PNC Canada**”) located in Montreal, Quebec, Canada through that certain Revolving Credit and Security Agreement dated as of June 19, 2014 (the “**Revolving Facility**”). The Debtors are jointly and severally liable to PNC Canada for sums owed under the Revolving Facility and practically all of the assets of the Debtors are pledged to PNC Canada to secure such obligations. Except for the creation and perfection for security interests in assets located in the United States, the Revolving Facility is governed by Canadian law.

B. Business Operations of the Debtors

4. Headquartered in Calgary, Alberta with operations throughout Western Canada and the United States, the Debtors have pioneered the utilization of the liquid petroleum gas fracturing process (the “**LPG Fracturing Process**”). GESI is the parent company that owns, operates and funds the subsidiaries as well as the holder of all of the Debtors’ intellectual property. All directors and officers of all the Debtors are based in Canada and are employed by GESI or GESI LP. Collectively, the Debtors employ approximately 195 people: 149 in Canada

² Holdings and GESI U.S. Inc. have no employees or tangible assets.

and 46 in the United States, with most employees in the United States working in field offices in Floresville, Texas. The corporate headquarters for the Debtors are located in Calgary, Alberta, Canada.

5. Fracturing in the oil and gas industry has typically consisted of hydraulic fracturing, whereby water is used as the fluid injected with proppant to fracture the rock formation holding the petroleum or natural gas. The LPG Fracturing Process, which replaces water with LPG, is a relatively new technology in the industry, having been developed and first used by the Debtors only six years ago.

6. The LPG Process is advantageous in that it saves on costs and burdens associated with using water for fracturing. In regard to the LPG Fracturing Process, GESI has developed and owns certain intellectual property (the "IP"). The IP consists primarily of 15 product and process patents either issued or pending in Canada, the US and internationally. The IP is essential to the LPG Fracturing Process. The use of the intellectual property by GASFRAC US is not conducted through a formal licensing agreement but with the consent of GESI. The intellectual property is essential to the Debtors' unique place in the market as the single purveyor of LPG technology. The Debtors have also developed fluids that are comprised of mixtures of LPG and other high vapor pressure fluids, including gelled crude oil, which in certain formations are believed to make the fracturing process more efficient and environmentally sound.

7. Since inception, the Debtors have completed over 2,400 fracks at over 700 locations in numerous formations in Canada and the United States, including the Eagleford, San Miguel, Cardium, Viking, Utica and Frederick Brook Shale formations.

8. The Debtors have master services agreements with approximately seven customers located primarily in Canada, however, these agreements simply set out terms in the

event the parties wish to contract with the Debtors at a later date to provide LPG fracturing services. Individual jobs are contracted based on a purchase order which is governed by the master services agreement. The Debtors currently have two contracts to provide LPG fracturing services to customers located in Canada and the US and have recently signed a three year contract extension with one of these customers to provide fracturing services in Western Canada through to September 22, 2017. While contracts exist in respect of two customers, the Debtors' revenue stream from these contracts is dependent on the customers' level of fracturing activity. All contracts with customers must be finalized and approved by GESI.

9. The Debtors' business is seasonal, with fracturing activity curtailed in Canada during the second quarter, during the "spring breakup" period in the oil and gas industry. Fracturing activities of the Debtors in the US are curtailed or in some cases stopped entirely from December to February due to bans in place during the hunting seasons.

10. The Debtors' assets, located in Canada (primarily in Edson, Alberta and Red Deer, Alberta) and the United States (primarily in Floresville, Texas), consist of various equipment, intellectual property, inventory including but not limited to chemicals and proppant, material contracts and contract receivables, leased real property in Alberta, Texas and Oklahoma, as well as owned real property located in Edson, Alberta and Floresville, Texas. Approximately 60-70% of the Debtors' assets are located in Canada and approximately 30-40% are located in the United States.

11. Almost all of the creditors of the Debtors are located in Canada and the United States. For example, of the company's active vendor creditors, 111 are located in the U.S. and 176 in Canada. The overwhelming majority of the amount of the liabilities of the Debtors, including GASFRAC US's individually, are also to Canadian creditors. At the end of December,

2014, the Debtors owe PNC approximately C\$31 million pursuant under the Revolving Facility. In addition, GESI owes approximately C\$40.25 million to unsecured subordinated debenture holders pursuant to a Convertible Debenture dated February 8, 2012 between GESI and Olympia Trust Company, located in Calgary, Alberta, Canada. (the “**Debentures**”). The Debentures are governed by Canadian law. Collectively, the Debtors owe trade creditors, located in Canada and the United States C\$3.8M million and \$10.0 respectively.

C. Events Leading to the Commencement of the Canadian Proceedings

12. Despite the benefits to the LPG Fracturing Process, the process can be costly due to its relative novelty and has been slow to gain acceptance in the oil and gas industry. Because it is relatively novel, the infrastructure required to perform the operations associated with the LPG Fracturing Process is expensive and not available in large capacities. The Company has worked to develop much of the equipment necessary to successfully employ the LPG Fracturing Process, but at a significant cost.

13. Over the last year, the Debtors experienced a significant decrease in revenue, primarily due to the level of activity in the Debtors’ three major LPG customers who represent 84.1% of total revenue. As a result of the decrease, the Debtors have expanded into conventional fracturing methods in an attempt to increase revenues. Unfortunately, this expansion have not made up for the overall decrease in revenues. Further, the Debtors have incurred significant costs to acquire the equipment and supplies needed to provide conventional fracturing services.

14. While revenues have decreased, the Debtors’ fixed operating costs have remained relatively unchanged. As a result, the Debtors have been operating at a loss, which losses have been covered to date by draws made under the Revolving Facility. As the Debtors have almost reached the limit of funds available under the Revolving Facility, there is a significant risk that, without another source of interim funding, some cost cutting measures and some form of

restructuring or compromise, the Debtors will not be able to continue operations on a go forward basis. Furthermore, the current environment in the oil and gas industry, namely the precipitous decline in oil prices over the last quarter, has created considerable uncertainty for the Debtors' 2015 revenue stream.

15. Following a review of the Debtors' prospects and in light of the decline in revenues, a special committee of the Debtors' directors was formed in the fall of 2014 to seek strategic alternatives for the Debtors. The special committee retained CIBC World Markets Inc. ("CIBC") in November, 2014 to explore and evaluate a range of strategic alternatives to maximize value for the Debtors and its stakeholders, including but not limited to pursuing a sale of all or a portion of the Debtors' equipment. While CIBC has been unable to close a transaction in the short time it has been working with the Debtors, CIBC has identified potential parties with whom restructuring options may be pursued in the context of the Canadian Proceedings and the proposed Chapter 15 proceedings.

16. The Debtors, together with EY and CIBC, have been working together to create a Sale and Investment Solicitation Process ("SISP") intended to generate interest in either the business or the assets of the Debtors, with the goal of maximizing value and creating the foundations of a plan of compromise in the Canadian Proceedings or arrangement to stakeholders. The Debtors anticipate that they will bring an application to the Canadian Court within the next week or two to seek approval for a SISP.

17. In addition to a SISP, the Debtors intend to also pursue alternative options as part of a restructuring, such as reducing or compromising its obligations, minimizing operating costs in various ways, including reducing unnecessary staff and conducting one-off asset sales of surplus assets. Any of these efforts will be undertaken for the purpose of further enhancing the

Debtors' term financial health and liquidity, with the goal of presenting a plan of compromise or arrangement to creditors to maximize value for the benefit of the Debtors' stakeholders.

18. While the Debtor's balance sheet assets are in excess of its liabilities, the Debtors have cash flow issues which require them to undertake some form of restructuring, coupled with cost cutting and/or a capital injection. As a result, the Debtors are not currently able to pay obligations generally as they come due. Therefore, Debtors are insolvent. The Canadian Proceedings and Chapter 15 proceedings are intended to allow the Company an opportunity to continue as a going concern while maximizing value for all of its stakeholders.

D. The Canadian Proceedings

19. The Companies' Creditors Arrangement Act ("CCAA") is a Canadian federal Act³ that affords financially troubled corporations the opportunity to restructure their financial affairs through a formal process commonly known as a "Plan of Arrangement." Corporations seeking relief under the CCAA are given the opportunity to avoid liquidation, typically allowing such corporations' creditors to receive some form of distribution for outstanding amounts owing to them while preserving the going-concern value of the corporation. The process under the CCAA is commenced by applying to the Canadian court for protection under the CCAA. The Canadian court will then issue an initial order, giving the debtor thirty (30) days of protection from its creditors to allow for the preparation of the Plan of Arrangement.

20. The initial order will also appoint a monitor for the debtor. The monitor is an independent third party appointed by the Canadian court to monitor the debtor company's ongoing operations and assist with the filing and voting on the Plan of Arrangement. The

³ The Court in *In re Fracmaster, Ltd.*, 237 B.R. 627, n. 3 (Bankr. E.D. Tex. 1999) noted that "[t]he CCAA is a Canadian federal statute which provides a statutory system, roughly equivalent to the Chapter 11 process in the United States, whereby corporations which are insolvent may seek court protection from creditor actions as they attempt to restructure their financial affairs, usually by way of a plan of arrangement or compromise with creditors."

monitor's duties also include reporting to the Canadian court on any major events that may impact the viability of the debtor company and notifying creditors and shareholders of any meetings relating to the Canadian Proceedings.

21. On January 14, 2015 the Debtors instituted The Canadian Proceedings by filing applications for the commencement of reorganization proceedings pursuant to the CCAA in the Court of Queen's Bench of Alberta, Judicial Centre of Calgary (the "Canadian Court").

22. On January 15, 2015, the Canadian Court granted an Initial Order (the "Initial Order") for relief in the Canadian Proceedings, a copy of which is attached as Exhibit GF-4 to the Monitor's Notice Of Filing Of Documents In Support Of First Day Motions.

23. Pursuant to the Initial Order, a stay is in place in Canada⁴ which prohibits any proceeding or enforcement process against the Debtors or their assets. Initial Order at ¶ 14. Further, all rights and remedies of any entity, whether judicial or extra-judicial, are stayed and suspended against the Debtors and their assets. *Id.* at ¶ 15.

24. Also, on January 15, 2015, the Canadian Court appointed EY as the Monitor of the Canadian Proceedings under the Initial Order. Initial Order at ¶ 25. The Monitor's role in the Canadian Proceedings is to supervise the property and business affairs, and the Debtors are obligated to cooperate with the Monitor in this respect. *Id.* at ¶¶ 25-32.

25. The Initial Order also requests "the aid and recognition of any court . . . to give effect to this Order and to assist [the Debtors], the Monitor and their respective agents in carrying out the terms of this Order." Initial Order at ¶ 48. The Initial Order also allows for "[e]ach of [the Debtors] and the Monitor be at liberty and is hereby authorized and empowered to apply to any court . . . , wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order." *Id.* at ¶ 49.

⁴ This stay does not apply to PNC Bank. Initial Order at ¶19.

E. GASFRAC'S Intended Actions for Reorganization

26. The Debtors believe the ability to carry on their operations will add value in restructuring and/or selling the business as a going concern. Although this process is still in the developmental stage, the Debtors expect over the coming weeks to pursue a recapitalization or sale of their assets.⁵

F. The Chapter 15 Cases

27. Contemporaneously with the filing of this Application, the Monitor filed Official Form No. 1 Chapter 15 petitions for each of the Debtors pursuant to 11 U.S.C. § 1504, 1509(a) and 1515(a).

28. Pursuant to the Initial Order, the Monitor is a foreign representative in a foreign proceeding, and hereby seeks relief under Chapter 15 of the bankruptcy code.

**V.
ARGUMENT AND AUTHORITIES**

A. Need for Provisional Relief

The Monitor has contemporaneously filed petitions for recognition for each Debtor, seeking a recognition and a ruling that the Canadian Proceedings are foreign main proceedings under 11 U.S.C. §§ 1517(b)(1) and 1520 and has sought expedited relief for that petition. Although “[a] petition for recognition of a foreign proceeding shall be decided upon at the earliest possible time,”⁶ there is necessarily a gap between the time the petition for recognition is filed and the time the Court makes a decision on whether a proceeding should be recognized, and if so, whether such proceeding is a foreign main proceeding or a foreign nonmain proceeding.

⁵ Indeed, eight months ago, the Debtors obtained an appraisal of its equipment. The fair market value of the equipment alone exceeded the total amount of secured and unsecured debt of the Debtors.

⁶ 11 U.S.C. § 1517(c).

Accordingly, the Monitor seeks emergency provisional relief under 11 U.S.C. § 1519 and 11 U.S.C. § 105(a).⁷

The standard for such provisional relief is “where relief is urgently needed to protect the assets of the debtor or the interests of the creditors.” 11 U.S.C. § 1519(a). Pending a determination by the Court on the petition for recognition, the following provisional relief under 11 U.S.C. § 1519(a) is available:

(1) staying execution against the debtor’s assets;

(2) entrusting the administration or realization of all or part of the debtor’s assets located in the United States to the foreign representative or another person authorized by the court, including an examiner, in order to protect and preserve the value of assets that, by their nature or because of other circumstances, are perishable, susceptible to devaluation or otherwise in jeopardy; and

(3) any relief referred to in paragraph (3), (4), or (7) of section 1521(a), namely:

suspending the right to transfer, encumber or otherwise dispose of any assets of the debtor to the extent this right has not been suspended under section 1520(a) [11 U.S.C. § 1521(a)(3)];

(4) providing for the examination of witnesses, the taking of evidence or the delivery of information concerning the debtor’s assets, affairs, rights, obligations or liabilities [11 U.S.C. § 1521(a)(4)];

(7) granting any additional relief that may be available to a trustee, except for relief available under sections 522, 544, 545, 547, 548, 550, and 724 (a) [11 U.S.C. § 1521(a)(7)].

Accordingly, the Monitor requests the following provisional relief, which appears in the

Exhibit A proposed form of Order attached:

The terms of the Initial Order be given full force and effect in the United States. 11 U.S.C. §§ 1519(a)(3); 1521(a)(7); 1525(a).

⁷ Section 105(a) provides: “The court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title. No provision of this title providing for the raising of an issue by a party in interest shall be construed to preclude the court from, sua sponte, taking any action or making any determination necessary or appropriate to enforce or implement court orders or rules, or to prevent an abuse of process.”

The commencement or continuation of any action or proceeding concerning the assets, rights, obligations or liabilities of the Debtors, including any action or proceeding against EY in its capacity as Monitor of the Debtors, be stayed. 11 U.S.C. §§ 1519(a)(3); 1521(a)(7).

Execution against the assets of the Debtors be stayed. 11 U.S.C. § 1519(a)(1).

The administration or realization of all or part of the assets of the Debtors within the territorial jurisdiction of the United States be entrusted to the Debtors, and the terms of the Initial Order shall apply to the Debtors, its creditors, the Monitor, and any other parties-in-interest. 11 U.S.C. § 1519(a)(2).

The right of any person or entity, other than the Debtors, or the Monitor, to transfer or otherwise dispose of any assets of the Debtors be suspended unless authorized in writing by the Debtors or by Order of this Court. 11 U.S.C. §§ 1519(a)(3); 1521(a)(3).

The Monitor may undertake the examination of witnesses, the taking of evidence, the production of documents, or the delivery of information concerning the assets, affairs, rights, obligations or liabilities of the Debtors. 11 U.S.C. §§ 1519(a)(3); 1521(a)(4).

Notwithstanding Rule 7062 of the Bankruptcy Rules, made applicable to this case by Rule 1018 of the Bankruptcy Rules, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry and, upon its entry, shall become final and appealable.

This Court shall retain jurisdiction with respect to the enforcement, amendment or modification of this Order, any request for additional relief or any adversary proceeding brought in and through these Chapter 15 foreign proceedings, and any request by an entity for relief from the provisions of this Order, for cause shown, that is properly commenced and within the jurisdiction of this Court.

If the Monitor has not already filed a copy of the Initial Order with this Court, the Monitor shall do so within ten days of the entry of this Order.

The security provision provided in Rule 65(c) of the Federal Rules of Civil Procedure, made applicable through Rule 7065 of the Bankruptcy Rules, is unnecessary in this case be waived.

The above relief shall be called the **“Provisional Relief.”**

B. The Provisional Relief Requested is Consistent With the Initial Order

The Initial Order in the Canadian Proceedings provides for a Stay Period whereby no proceeding or enforcement process in any court (each, a “**Proceeding**”) shall be commenced or continued against or in respect of the Debtors or the Monitor, or affecting the Business or the Property, except with leave of the Canadian Court, and any and all Proceedings currently under way against or in respect of the Debtors or any one of them, or affecting the Business or the Property are hereby stayed and suspended pending further order of the Canadian Court. The Initial Order further provides that during the Stay Period, all rights and remedies of any Persons, whether judicial or extra-judicial, statutory or non-statutory against or in respect of the Debtors or the Monitor, or affecting the Business or the Property, are hereby stayed and suspended and shall not be commenced, proceeded with or continued except with leave of the Canadian Court.

The Provisional Relief requested is similar to the Stay Period relief already ordered by the Canadian Court, but it will specifically protect Debtors and assets in the United States.

Comity should be extended to the Initial Order. If the court grants recognition, and subject to any limitations that the court may impose consistent with the policy of Chapter 15, a court in the United States shall grant comity or cooperation to the foreign representative. 11 U.S.C. § 1509(b)(3). Consistent with section 1501, the court shall cooperate to the maximum extent possible with a foreign court or a foreign representative, either directly or through the trustee. 11 U.S.C. § 1525(a).

On an provisional basis until recognition is ordered, the Monitor seeks comity and cooperation of this Court with respect to the Canadian Court and its Initial Order.

A central tenet of Chapter 15 is the importance of comity in cross-border insolvency proceedings. *Ad Hoc Group of Vitro Noteholders v. Vitro SAB De CV (In re Vitro SAB De CV)*, 701 F.3d 1031, 1053 (5th Cir. 2012).

The Supreme Court defined comity as follows:

“Comity,” in the legal sense, is neither a matter of absolute obligation, on the one hand, nor of mere courtesy and good will, upon the other. But it is the recognition which one nation allows within its territory to the legislative, executive, or judicial acts of another nation, having due regard both to international duty and convenience, and to the rights of its own citizens, or of other persons who are under the protection of its laws.

Hilton v. Guyot, 159 U.S. 113, 143 (1895); *see also Vitro*, 701 F.3d at 1043-44.

The exceptions to comity are construed especially narrowly when the foreign jurisdiction is like Canada, a sister common law jurisdiction with procedures akin to those in the United States. *Clarkson Co. v. Shaheen*, 544 F.2d 624, 630 (2d Cir. 1976)(Clear and convincing evidence of fraud is required to successfully attack a foreign judgment; the court held that it would contravene the public policy of New York and the doctrine of comity not to recognize the Canadian judgment in these circumstances); *see also In re Petition of Davis*, 191 B.R. 577, 587 (Bankr. S.D.N.Y. 1996)(stating that “Courts in the United States uniformly grant comity to Canadian proceedings” and noting that Canada is a sister common law jurisdiction with the United States).

The extension of comity to Canadian orders has continued since the 2005 enactment of Chapter 15. *See In re Metcalfe & Mansfield Alternative Invs.*, 421 B.R. 685, 698-99 (Bankr. S.D.N.Y. 2010)(extending comity to Canadian CCAA order providing for a third party release and citing numerous cases where American courts have extended comity to Canadian judgments); *Raymond Chabot, Inc. v. Serge Côté Family Trust*, 2014 U.S. Dist. LEXIS 117128, 6 (D.S.C. Aug. 22, 2014)(entering temporary restraining order assisting Canadian bankruptcy receiver and noting “the widely-accepted view that Canadian judgments are entitled to recognition and enforcement here”); *Collins v. Oilsands Quest, Inc.*, 484 B.R. 593, 597 (S.D.N.Y. 2012)(bankruptcy court enforced Canadian court stay from in CCAA noting “the

question here is not whether this Court should grant a stay in the first instance, but whether should accord comity and deference to the stay orders entered by the Alberta Court. The Court concludes that in light of the comity principles laid out above, the Court must defer to the procedures set forth in the Canadian Proceedings and enforce the stay.”).

C. Automatic Stay, Other Protections, Likely to Apply Upon Recognition

The Monitor contends that the Canadian Proceedings are foreign main proceedings.⁸ If the Court finds the Canadian Proceedings to be foreign main proceedings, certain relief is automatic. Upon recognition of a foreign proceeding that is a foreign main proceeding—

- (1) sections 361 and 362 apply with respect to the debtor and the property of the debtor that is within the territorial jurisdiction of the United States;
- (2) sections 363, 549, and 552 apply to a transfer of an interest of the debtor in property that is within the territorial jurisdiction of the United States to the same extent that the sections would apply to property of an estate;
- (3) unless the court orders otherwise, the foreign representative may operate the debtor’s business and may exercise the rights and powers of a trustee under and to the extent provided by sections 363 and 552; and
- (4) section 552 applies to property of the debtor that is within the territorial jurisdiction of the United States.

11 U.S.C. § 1520(a).

Accordingly, the Provisional Relief requested is consistent with what will likely be automatic upon recognition.

D. Discretionary Relief Whether Foreign Proceeding is Main or Nonmain

Even a determination that the Canadian Proceedings are nonmain does not prevent the Court from ordering protective relief to the Debtors and the Monitor during the Chapter 15 case. “Any appropriate” discretionary relief is available upon recognition of a foreign proceeding,

⁸ See Monitor’s Expedited Petition For Recognition As Foreign Main Proceeding Pursuant To Sections 1515 And 1517 Of The United States Bankruptcy Code And Related Relief, filed contemporaneously herewith.

whether or not a foreign proceeding is main. 11 U.S.C. § 1521(a) (“Upon recognition of a foreign proceeding, whether main or nonmain, where necessary to effectuate the purpose of this chapter and to protect the assets of the debtor or the interests of the creditors, the court may, at the request of the foreign representative, grant any appropriate relief”). In granting relief under 11 U.S.C. § 1521 to a representative of a foreign nonmain proceeding, the court must be satisfied that the relief relates to assets that, under the law of the United States, should be administered in the foreign nonmain proceeding or concerns information required in that proceeding. 11 U.S.C. § 1521(c). That relief includes:

- (1) staying the commencement or continuation of an individual action or proceeding concerning the debtor’s assets, rights, obligations or liabilities to the extent they have not been stayed under section 1520(a);
- (2) staying execution against the debtor’s assets to the extent it has not been stayed under section 1520(a);
- (3) suspending the right to transfer, encumber or otherwise dispose of any assets of the debtor to the extent this right has not been suspended under section 1520(a);
- (4) providing for the examination of witnesses, the taking of evidence or the delivery of information concerning the debtor’s assets, affairs, rights, obligations or liabilities;
- (5) entrusting the administration or realization of all or part of the debtor’s assets within the territorial jurisdiction of the United States to the foreign representative or another person, including an examiner, authorized by the court;
- (6) extending relief granted under section 1519(a); and
- (7) granting any additional relief that may be available to a trustee, except for relief available under sections 522, 544, 545, 547, 548, 550, and 724 (a).

11 U.S.C. § 1521(a).

In addition, under 11 U.S.C. § 1521(b), upon recognition of a foreign proceeding, whether main or nonmain, the court may entrust the distribution of all or part of the debtor’s

assets located in the United States to the foreign representative or another person, including an examiner, authorized by the court, provided that the court is satisfied that the interests of creditors in the United States are sufficiently protected. This shall be called “**1521 Relief**.”

E. Injunction Standards

The standards, procedures, and limitations applicable to an injunction shall apply to relief under 11 U.S.C. § 1519(a). 11 U.S.C. § 1519(e).

The Monitor contends that it is not required that an adversary proceeding be filed and served on all parties in interest in order to obtain injunctive relief under chapter 15. *In re Ho Seok Lee*, 348 B.R. 799, 801 (Bankr. W.D. Wash. 2006)(adversary proceeding not required for Chapter 15 injunctive relief).

The factors for injunctive relief are stated in *Dallas Cowboys Cheerleaders, Inc. v. Scoreboard Posters, Inc.*, 600 F.2d 1184, 1187 (5th Cir. 1979). They are discussed below.

A substantial likelihood of success on the merits. There is no difficult real issue on whether the Canadian Proceedings should be recognized, as other courts have recognized CCAA proceedings and the proper documentation has been submitted. The Monitor also contends that the center of main interests is in Canada, since the headquarters, management, most employees, and the majority of claims are in Canada. Accordingly, there is a substantial likelihood that the Canadian Proceedings will be recognized as main, so mandatory relief under Section 1520 will be ordered. There is a substantial likelihood that with the relief granted herein, the Debtors, with the Monitor’s assistance will be able to successfully complete restructuring or sale as a going concern under the provisions of the CCAA in the Canadian Proceedings, which will benefit all stakeholders.

A substantial threat of irreparable injury if the injunction is not issued. The Initial Order provides for a stay against seizure of assets and litigation similar to the automatic stay of

11 U.S.C. § 362(a). The Initial Order and papers submitted in conjunction therewith establishes that the Debtors are currently insolvent and unable to pay their debts as they become due. The Monitor is concerned that these facts may cause creditors to seek prejudgment attachments and other remedies against the Debtors and their assets in the United States. The Debtors are attempting to sell their assets or otherwise restructure in the Canadian Proceedings. If the injunctive relief is not ordered, the sale or restructuring could be jeopardized.

That the threatened injury to the movant outweighs any damage the injunction might cause to the opponent. The injunctive relief would actually benefit the Debtors' creditors by ensuring an equitable and orderly distribution of assets and facilitate the Canadian Proceedings. *See In re Basis Yield Alpha Fund (Master)*, Case No. 07-12762 (Bankr. S.D.N.Y.) (stating that failing to issue a restraining order against creditors could, *inter alia*, "undermine the Foreign Representative's efforts to achieve an equitable result for the benefit of all of the Foreign Debtor's creditors.").

That the injunction will not disserve the public interest. The injunctive relief will not disserve the public interest. The injunctive relief is in the public interest. It sets to facilitate a cross-border reorganization that will provide a benefit to the estates of the Debtors. The injunctive relief is supported by notions of comity and will allow the Debtors to craft a productive solution for their estates.

In sum, the relief sought is necessary and appropriate, in the interest of the public and international comity, consistent with the United States public policy, and will not cause any hardship to any party in interest that is not outweighed by the benefits of granting the requested relief.

F. No Bond

The Monitor respectfully suggests that no bond be required under Fed. R. Bankr. P. 7065 and Fed. R. Civ. P. 7065(c). A temporary restraining order or preliminary injunction may be issued on application of a debtor, trustee, or debtor in possession without compliance with Rule 65(c). Fed. R. Bankr. P. 7065. The Monitor, who is carrying out his duties under the CCAA and the Initial Order, is akin to a trustee, and any bond would necessarily come from the Debtors' assets.

**VI.
PRAYER**

Wherefore, the Monitor seeks an Order providing emergency injunctive relief as a temporary restraining order and setting a hearing on a preliminary injunction, described herein and in the attached Exhibit A proposed form of Order pursuant to 11 U.S.C. §§ 105(a) and 1519, and for all other relief, at law or in equity, to which the Monitor is justly entitled.

Dated: January 15, 2015

Respectfully submitted,

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By: /s/Steve A. Peirce

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COUNSEL FOR CANADIAN MONITOR

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing MONITOR'S EMERGENCY EX PARTE APPLICATION FOR TEMPORARY RESTRAINING ORDER AND RELIEF PURSUANT TO SECTIONS 105(A) AND 1519 OF THE BANKRUPTCY CODE has been served upon the persons entitled to notice on the attached service list by either U.S. first class mail, postage prepaid or by electronic notification on January 15, 2015.

/s/Steve A. Peirce

1161821 Alberta Ltd. 310, 250-6th Avenue SW Calgary, Alberta T2P 3H7	AG Sandman Ltd. P.O Box 830 Red Deer County, AB T4N 5H2	Alberta Securities Commission Suite 600, 250-5th St. SW Calgary, Alberta, T2P 0R4
1168142 Alberta Ltd. o/a CJ's Towing 207 Rispler Way Hinton, Alberta T7V 1L8	AGAT Laboratories 2905-12 Street NE Calgary, Alberta T2E 7J2	Alcor Petrolab 1300 E. Corporate Dr. Arlington, TX 76006
3 Way Trucking Inc. PO Box 1207 Boyd, TX 76023	Agility Logistics Co 410 Admiral Blvd Mississauga, Ontario L5T 2N6	Altank Leasing Ltd PO Box 53130 RPO Marlborough Calgary, Alberta T2A 7L9
309964 Alberta Ltd. PO Box 517 Carrot Creek, Alberta T0E 0G0	Agility Logistics Co 410 Admiral Blvd Mississauga, Ontario L5T 2N6	Altank Leasing Ltd PO Box 53130 RPO Marlborough Calgary Alberta T2A 7L9
3-D Welding & Industrial Supply, Inc. 3016 Hwy. 123 San Marcos, TX 78666	AGS Flexitalic, Inc 4340-78 Avenue Edmonton, Alberta T6B 3J5	Altex Electronics, LLC 11342 IH 35 North San Antonio, TX 78233
A & B Towing PO Box 578 Grande Prairie, Alberta T8V 3A6	Air Liquide 1250 Rene-Levesque W, Suite 1700 Montreal, Quebec H3B 5E6	Ametek Chandler Engineering 2001 N Indianwood Ave Broken Arrow, OK 74012
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ARD Equipment Ltd 1235 H 40 Ave NE Calgary, Alberta T2E 4P9	Bedrock Capital Inc 7915 Edgar Industrial Way Red Deer County, Alberta T4P 3R2	Big Dogs Truck & Car Wash 6670 - 71 St Red Deer County, Alberta T4P 3Y7
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		Canadian Propane Association 130 Albert Street, Suite 616 Ottawa, Ontario K1P 5G4

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Red Deer County, Alberta
T4P 3E8

Little Dipper
Box 10457
Lloydminster, Alberta T9V
3A6

Kemper Valve and Fittings
Corp.
PO Box 66246
Chicago, IL 60666-0246

Lambert
10328 - 81 Ave. Suite 200
N.W.
Edmonton, Alberta T6E 1X2

Live Oak Truck Shop
P.O. Box 2208
Decatur, AL 35609-2208

Kenworth of Canton
3350 Bruening Avenue SW
Canton, OH 44706

Lambert Trucking (1994) Ltd.
1525 Walter Way N.W.
Medicine Hat, Alberta T1C
1X3

Loomis Express
200 Westcreek Blvd.
Brampton, Ontario L6T 5T7

Key Towing & Storage Ltd.
4083-78 Street Cres.
Red Deer County, Alberta
T4P 3E3

Lamberti Canada Inc.
#15B 39207 RR271
Red Deer County, Alberta
T4S 2M4

Louisiana Department of
Natural Resources Office of
Conservation
P.O. Box 94008
Baton Rouge, LA 70804-
9008

Kilgore Hose & Specialty
Warehouse LLC
3103 HWY 135 NORTH
BLDG 1
KILGORE, TX 75662

Lamberti Canada, Inc.
#15B, 39207 - RR271
Red Deer County, Alberta
T4S 2M4

Luxor Emporium & Cafe 937-7 Ave S.W. Calgary, Alberta T2P 1A5	100 Fairway Dr. Kerrville, TX 78028	Miller Thomson LLP 3000, 700 - 9 Ave. S.W. Calgary, Alberta T2P 3V4
Mark Staffing Solutions Inc. 360, 734 7 Avenue S.W. Calgary, Alberta T2P 3P8	Metano Energy LP 7330 San Pedro Ave., Suite 620 San Antonio, TX 78216	Milton Seiler, LLC 607 Pride Drive Hammond, LA 70401
Marketwire L.P. 25 York Street, Suite 900 PO Box 403 Toronto, Ontario M5J 2V5	MGM Lincoln Ford 3010 - 50 Avenue Red Deer County, Alberta T4R 1M5	Minister of Finance - AB 401 Provincial Building Red Deer County, AB T4N 6K8
Mary E Sandoval Dimmit County Tax Office PO Box 425 Carizzo Springs, TX 78834	MHC Kenworth - Longview PO Box 879269 Kansas City, MO 64187-9269	Minister of Finance - N.B. 140 Alison Blvd PO Box 1998 Fredericton, New Brunswick E3B 5G4
MAS-Pro Oilfield Supply #120, 134 Queens Drive Red Deer County, Alberta T4P 0R4	Micron Industries Inc. #4, 7621 Edgar Industrial Drive Red Deer County, Alberta T4P 3R2	Minister of Finance - Quebec 545 Boul. Cremazie Est. 4E stage Montreal, Quebec H2M 2V2
Matheson Tri-Gas Inc Dept 3028 PO Box 123028 Dallas, TX 75312	Microsoft Corporation PO Box 848529 Dallas, TX 75284-7255	Minister of Finance- MB Provincial Court 100 - 373 Broadway Winnipeg, Manitoba R3C 4S4
McKees Rocks Industrial Enterprises Inc 149 Nichol Avenue -Main Office McKees Rocks, PA 15136	Microsoft Licensing, Gp P.O. Box 7808 Postal Station A Toronto, ON M5W 4E1	Motel 6-Grande Prairie 15402-101 St. Grande Prairie, TX T8V 0P7
MEDSAFE PO Box 1929 Marshall, TX 75671	Mid-West Glass Edson 1995 Ltd. Box 6217 Edson, Alberta T7E 1T7	Motion Industries, Inc 4536 Macro San Antonio, TX 78218
Mercer (US), Inc. PO Box 730212 Dallas, TX 75373-0212	Mike Sullivan- Tax Assessor- Collector PO Box 4622 Houston, TX 77210-4622	MR Control Systems International Inc. #160, 1209-59 Ave SE Calgary, Alberta T2H 2P6
Mesquite Logistics LLC 131 Westwood Way San Antonio, TX 78218	Miles Davison LLP 900, 517 - 10 Avenue SW Calgary, Alberta T2R 0A8	MRL Integrated Solutions Ltd. 3763 19th Street NE Calgary, Alberta T2E 6S8
Mesquite Logistics USA Inc		

Napa Auto Parts
#5-6013, 48th Ave
Red Deer County, Alberta
T4N 3V5

Napa Traction - Edson
PO Box 6329 4833 2 Ave.
Edson, Alberta T7E 1T8

National Leasing
1525 Buffalo Place
Winnipeg, MB R3T 1L9

Nationwide Trailers, LLC
8410 N Fwy
Houston, TX 77037

NAVEX Global, Inc.
75 Remittance Drive, Suite
3055
Chicago, IL 60675-3055

NDIC Oil and Gas Division
600 East Boulevard Ave Dept
405
Bismarck, ND 58505-0840

Neopost Canada Ltd.
150 Steelcase Road West
Markham, Ontario L3R 3J9

New Era Technology Inc
300, 633 6th Avenue S.W
Calgary, Alberta T2P 2Y5

Newalta Corporation
211 - 11th Avenue SW
Calgary, Alberta T2R 0C6

Noah's Quality Water
Services Inc.
21 Forest Close
Red Deer County, Alberta
T4N 4Z7

Noble Energy, Inc.
Attention: Accounts Payable
P O Box 909
Ardmore, OK 73402

Norman G. Jensen, Inc.
c/o Livingston International,
Inc 150 Pierce Rd., #500
Itasca, IL 60143

Norman G. Jensen, Inc.
c/o Livingston International,
Inc PO Box 5640
Toronto, Ontario M5W 1P1

NOV Enerflow ULC
c/o C25057C/U
PO Box 2521 Stn M
Calgary, Alberta T2P 0T6

Nova Permits and Pilot Cars
Suite S235, 2800 Ave
St-Jean-Baptiste, Quebec
G2E 6J5

Nova Scotia Securities
Commission
PO Box 458
Halifax, NS B3J 2P8

Office Depot, Inc
PO Box 88040
Chicago, IL 60680-1040

Officestuff Inc.
32 Westwinds Cres. N.E.
Suite 235
Calgary, Alberta T3J 5L3

Ohio CAT
PO Box 774439, 4439
Solutions Center
Chicago, IL 60677-4004

Ohio Department of Natural
Resources
Division of Oil and Gas
Resources Management
2045 Morse Rd., F-2
Columbus, OH 43229-6693

Ohio Department of Taxation
PO Box 182131
Columbus, OH 43218-2131

Oil & Gas Index
405 - 14 Ave. N.E.
Calgary, Alberta T2E 1E6

Oklahoma Corporation
Commission
Oil and Gas Division
2101 N Lincoln Blvd
Oklahoma City, OK 73105

Olympia Trust Company:
2300, 125 – 9th Avenue S.E.
Calgary, Alberta T2G 0P6

Olympia Trust Company:
2300, 125 – 9th Avenue S.E.
Calgary, Alberta T2G 0P6

One Stop Licence Shop Ltd
7-5105 76 A St. Close
Red Deer
Alberta
T4P 3M2

Ontario Securities
Commission
20 Queen Street West,
22nd Floor
Toronto, ON M5H 3S8

O'Reilly Auto Parts
PO Box 9464
Springfield, MT 65801-9464

Owen Bird Law Corporation PO Box 49130: Three Bentall Centre Vancouver, British Columbia V7X 1J5	Petroleum Services Association of Canada (PSAC) Suite 1150, 800 - 6 Ave. S.W. Calgary, Alberta T2P 3G3	Toronto, Ontario M5X 1E4
Pace Creative Group Ltd 2524 7th Avenue NW Calgary, Alberta T2N 1A4	Pilot Logistics Services P.O. Box 677766 Dallas, TX 75267-7766	PNC Business Credit Canada The Exchange Tower 130 King Street West, Suite 2140 Toronto, Ontario M5X 1E4
Paper Cuts Ltd 1B, 6850 - 52 Avenue Red Deer County, Alberta T4N 4L1	Pitney Bowes PO Box 280 Orangeville, Ontario L9W 2Z7	PND Corporation 14320 NE 21st, Suite 6 Bellevue, WA 98007
Paradise Inn and Suites Box 238 3609 Hwy St. Valleyview, Alberta T0H 3N0	Pitney Bowes Postage By Phone PO Box 371874 Pittsburgh, PA 15250-7874	Podollan Inn 10612 -99th Avenue Grande Prairie, Alberta T8V 8E8
Pel-State Services P.O. Box 95386 Grapevine, TX 76099-9734	Pitney Works P.O. Box 280 Orangeville, Ontario L9W 2Z7	Pollock Paper Distributors PO Box 660005 Dallas, TX 75266-0005
Penney Steamers P.O. Box 15, Site 2, R.R. 3 Ponoka, Alberta T4J 1R3	Planet Coffee Company Ltd. Bay F, 7058 Farrell Rd. S.E. Calgary, Alberta T2H 0T2	Pomeroy Hotel 11308 Alaska Road Fort St John, British Columbia V1J 5T5
Peterbilt 27-38403 Burnt Lake trail Red Deer County, Alberta T4S 2L4	Platinum Glass Ltd 4412 Ryders Ridge Blvd Sylvan Lake, Alberta T4S 0J7	Pomeroy Inn & Suites 11308 Alaska Road Fort St John, British Columbia V1J 5T5
Petra Freight Forwarding Inc PO Box 570 La Broquerie, Manitoba R0A 0W0	PNC Bank Canada Branch 1 Place Ville Marie, Suite 2001 Montreal, Quebec H3B 2C4	Pomeroy Lodging 11633-100th Street Grande Prairie, Alberta T8V 3Y4
Petrocanada (Suncor Energy Products Partnership) P.O. Box 1720 Stn M Calgary, Alberta Canada T2P 0A2	PNC Bank Canada Branch 1 Place Ville Marie, Suite 2001 Montreal, Quebec H3B 2C4	Poor Boy Trucking Ltd. SS2, Site 20, Comp. 26 Fort St. John, British Columbia V1J 4M7
	PNC Business Credit Canada The Exchange Tower 130 King Street West, Suite 2140	Power Funding Ltd PO Box 95260 Grapevine, TX 76099-9752

Powersource Transportation Inc 2023 N Lafayette Court Griffith, IN 46319	Progressive Waste Solutions of TX PO Box 660043 Dallas, TX 75266-0043	Rainbow Waste Box 7234 Edson, Alberta T7E 1V5
Powersource Transportation Inc. 2023 N. Lafayette Court Griffith, IN 46319	Prop Equipment Systems Inc 108-55202 SH825 Sturgeon County, Alberta T8L 5C1	Ram Supply & Distribution Bay #5-4845 79th Street Red Deer County, Alberta T4P 2T4
Precision Pump & Valve, LLC PO Box 16653 Lake Charles, LA 70616	Pro-Stitch Apparel #4 - 7620 Edgar Industrial Drive Red Deer County, Alberta T4P 3R2	Ramada Inn 6853 - 66 Street Red Deer County, Alberta T4P 3T5
Preferred Sands of Canada ULC 100 Matsonford Road, Suite 101 Radnor, PA 19087	Pump Interactive Inc 205, 822 - 11 Ave S.W. Calgary, Alberta T2R 0E5	RBS BULK SYSTEMS INC PO BOX 762 WINNIPEG, Manitoba R3C 2L4
Preferred Sands of Wisconsin, LLC One Radnor Corporate Center 100 Matsonford Road, Suite 101 Radnor, PA 19087	Pumps & Pressure Inc 7018 Johnstone Drive Red Deer County, Alberta T4P 3Y6	Receiver General of Canada PO Box 1046, Station "B" Ottawa, Ontario K1P 5SP
Pricewaterhouse Coopers 354 Davis Road, Suite 600 Oakville, Ontario L6J 0C5	Purolator Inc. P.O. Box 1100 Etobicoke, ON M9C 5K2, CA	Red Ball Oxygen Co. Inc. PO Box 7316 Shreveport, LA 71137-7316
Pricewaterhouse Coopers LLP 354 Davis Road, Suite 600 Oakville, Ontario L6J 0C5	Quatro Services Inc. 155 Canterbury Dr. S.W. Calgary, Alberta T2W 1H3	Red Deer County 38106, Range Road 275 Red Deer County, Alberta T4S 2L9
Pro N2 Ltd Box 6119 Innisfail, AB T4G 1S8	Quest Signs & Decals Inc 29 Baird Street Red Deer County, Alberta T4R 1K5	Red Deer County Fasteners & Tools Ltd #7, 4999 - 76St. Red Deer County, Alberta T4P 1T5
Pro-Gas Services, LLC 5613 DTC Pkwy. Ste. 310 Greenwood Village, CO 80111-3031	Railroad Commission of Texas P.O. Box 12967 Austin, Texas 78711-2967	Red Deer County Lodge 4311-49 Avenue Red Deer County, Alberta T4N 5Y7
	Railroad Commission of Texas PO Box 12967 Austin, TX 78701	Red Deer Lock & Safe 1, 6264 - 67A Street Red Deer County, Alberta T4P 3E8

Red Deer Valve & Fitting Unit 4, 4910 - 78 Street Red Deer County, Alberta T4P 3W9	Rona Revy Inc./Totem 6920-29 Ave. N.W. Calgary, Alberta T3B 0J4	Saskatchewan Securities Commission Suite 601, 1919 Saskatchewan Dr. Regina, Saskatchewan S4P 4H2
Redwood Inn & Suites 8117-99 Street Clairmont, Alberta T0H 0W0	Rosenau Transport Ltd. Suite 200 - 2950 Parsons Road Edmonton, Alberta T6N 1B1	Satellite Shelters, Inc. 2530 Xenium Lane North Ste 150 Minneapolis, MN 55441
Reliance Industrial Products Ltd. 606 - 19 Ave Nisku, Alberta T9E 7W1	Roydale Rentals Inc 4629 46th Street Red Deer County, Alberta T4N 1M7	SC Fuels PO BOX 14014 Orange, CA 92863-14014
Reliance Industrial Products, Ltd. 606 -19th Avenue Nisku, Alberta T9E 7W1	Safelite Auto Glass P.O. Box 633197 Cincinnati, OH 45263-3197	Schlumberger Canada Ltd. c/o C09639C PO Box 9639 Stn M. Calgary, Alberta T2P 0E9
Renegade Oilfield Services Unit B 66-38403 Burnt Lake Cres, Red Deer County, Alberta T4S 2L4	Salesforce.com Canada Corporation C/O 913321, PO BOX 4090 STN A Toronto, Ontario M5W 0E9	Second Real Properties Limited Suite 200, 540 - 5 Ave. S.W. Calgary, Alberta T2P 0M2
Renown Industries Ltd. 5608 - 94A Street Edmonton, Alberta T6E 3E4	San Antonio Premier Internal Medicine, PLLC 1032 S WW White Road San Antonio, TX 78220	Secure Energy Services Suite 1201, 333 - 7th Ave. S.W. Calgary, Alberta T2P 2Z1
RFS Canada PO Box 7446 Station A Toronto, Ontario M5W 3C1	Sandman Hotel 310 1755 West Broadway Vancouver, British Columbia V6J 4S5	Serva Group LLC PO Box 8121 Wichita Falls, TX 76307
Ricoh Canada Inc. 300 5520 Explorer Drive Mississauga, Ontario L4W 5L1	Santrol- Ohio PO BOX 931184 CLEVELAND, OH 44193-1335	ServaGroup LLC 5830-51 Street S.E. Calgary, Alberta T2C 4M9
Robert Roberts Box 66 Okotoks, AB T1S 1A4	Sard Verbinen & Co., LLC 630 Third Avenue New York, NY 10017	ServaGroup LLC 1045 Keystone Avenue Catoosa, OK 74015
Rona Revy Inc CP 1011 Boucherville, Quebec J4B 0B3	Sard Verbinen & Co., LLC 630 Third Avenue New York, NY 10017	Servicemaster of Calgary Downtown #4, 1450-28 Street NE Calgary, Alberta T2A 7W6

ServIS Inc. 102, 206 - 7 Ave. S.W. Calgary, Alberta T2P 0W7	Smash & Sons Contracting Ltd. 713046 RR 65 Grande Prairie, Alberta T8W 5E7	Spring Branch I.S.D Tax Office PO Box 19037 Houston, TX 77224
SFJ Inc. 345 Sakitawaw Trail Fort McMurray, AB T9H 5E7	Society of Petroleum Engineers 222 Palisades Creek Drive Richardson, TX 75080	SSP Converged Solutions 3900, Boul. Des Chenaux Trois-Rivieres, Quebec G8Y 1A4
Shaw PO Box 2468 Stn Main Calgary, Alberta T2P 4Y2	Source Energy Services Logistics, US, LP 6565 N. MacArthur Blvd, Suite 250 Irving, TX 75039	St. Regis Management Inc 18113-107 Ave Edmonton, Alberta T5S 1K4
Shippers Supply 301 8026 Edgar Industrial Crescent Red Deer County, Alberta T4P 3R3	Source Office Furnishings 1248 - 36 Ave. N.E. Calgary Alberta T2E 6N5	Staples Advantage C/O C25043C, PO Box 2524, STN M Calgary, Alberta T2P 1B1
Shooters Light Oilfield Hauling P.O. Box 25112 Red Deer County, Alberta T4R 2M2	Southwest Proppants & Services, LLC 3938 CR 1290 Odessa, TX 79765	Sterling West Credit Corp 207-4209 99 St. Edmonton, Alberta T6E 5V7
Shred-it 1034 -72nd Ave NE Calgary, Alberta T2E 8V9	Sparta Engineering 702-1st Ave NW, PO Box 365 Linden, Alberta T0M 1J0	Stim-Lab Inc. 7406N. Highway 81 Duncan, OK 73533
Sierra Septic Solutions PO Box 1300 Red Deer County, Alberta T4N 7B6	Speciality Trailer Leasing P.O. Box 51166 Amarillo, TX 79159-1166	Stinger Wellhead Protection, Inc. 4301 Will Rogers Parkway, Suite 600 Oklahoma City, OK 73108
Skyline Displays of Houston 7885 Northcourt Road Houston, TX 77040	SPM Flow Control Inc. PO BOX 99395 Ft. Worth, TX 76199-3095	StrataGen Inc. PO Box 203250 Dallas, TX 75320
Skyline Executive Suites, Ltd. 11757 Katy Freeway, Suite 1300 Houston, TX 77079	SPM Flow Control Ltd Unit A 8060 Edgar Industrial Cres Red Deer County, Alberta T4P 3R3	Stratton Oilfield Systems 2 Park Lane, Suite 201 Hilton Head Island, SC 29928
Skystone Engineering 100, 3016-19th Street NE Calgary, Alberta T2E 6Y9		Sun Coast Resources, Inc. PO Box 202603 Dallas, TX 75320

Sunsource PO Box 730698 Dallas, TX 75373-0698	T.R. Transport Inc. #4, 39125 Range Road 10 Red Deer County, Alberta T4S 2E3	Texas Auto Carriers, Inc. 5765 Bicentennial St. San Antonio, TX 78219
Super 8 - Fox Creek 206 Highway Ave. Fox Creek, Alberta T0H 1P0	TAMMY J. MCRAE 400 N San Jacinto Conroe, TX 77301-2823	Texas Chrome Transport, LLC 16233 IH 35 South Atascosa, TX 78002
Superior Propane P.O. Box 2875, Stn. M Calgary, Alberta T2P 5G1	TBM Group 108-55202 SH825 Sturgeon County, Alberta T8L 5C1	Texas Comptroller of Public Accounts Revenue Accounting Division - Bankruptcy Section P.O. Box 13528 Capitol Station Austin, TX 78711
Superior Trailer Leasing 501 Highway 80 East Sunnyvale, TX 75182	TBM Sand & Storage Logistics, LLC 4750 Kimberly Farms Drive Anderson, CA 96007	Texas Department of Public Safety 6502 South New Braufels Ave San Antonio, TX 78223
Superior Trailer Sales Co. 501 Highway 80 East Sunnyvale, TX 75182	TecERA Inc 168 Edgevalley Circle NW Calgary, Alberta T3A 4X8	Texas Workforce Commission TWC Building - Regulatory Integrity Division 101 East 15th Street Austin, TX 78778
Superior Wash & Storage Inc 10808 - 99 St. Clairmont, Alberta T0H 0W2	Telebyte Communications Inc. 6816 - 50 Ave Red Deer County, Alberta T4N 4E3	The Gear Centre 15729-118 Ave Edmonton, Alberta T5V 1B7
Sussex Auto Parts Ltd.Napa Store #7730 792 Main St. Sussex, New Brunswick E4E 2M5	Telus Communications PO Box 7575 Stn. Terminal Vancouver, British Columbia V6B 8N9	The Licensing Company 123-205 5 Ave SW Calgary, Alberta T2P 2V7
Sustain Energy Inc 2841b 39 St. SW Calgary, Alberta T3E 3G8	Telus Mobility PO Box 8950 Stn. Terminal Vancouver, British Columbia V6B 3C3	The Lock & Safe Roome Box 6146 515 – 50th Street Edson, Alberta T7E 1T6
Sylvan Auto Centre Inc. 5016 50 Avenue Sylvan Lake, Alberta T4S 1S3	TeraGo Networks Inc. PO Box 8956 Postal Station A Toronto, Ontario M5W 2C5	The Phone Experts 4724 - 60th Street Red Deer County, Alberta T4N 7C7
SynOil Energy Services 2000, 300-5 Ave SW Calgary, Alberta T2P 3C4	TerraStar, Incorporated 11 North Main St. Waynesburg, OH 44688	
T & W Tire LLC PO BOX 974474 Dallas, TX 75397-4474		

The Printing House Ltd. 1403 Bathurst St. Toronto, Ontario M5R 3H8	TRICOR PO Box 397 Burlington Ontario L7R 3Y3	United Parcel Service Inc. PO Box 7247-0244 Philadelphia, PA 19170-0001
Thermo Process Instruments, L.P. PO Box 742770 Atlanta, GA 30374-2770	Tri-Line Carriers LP P.O. Box 430 Hagersville, Ontario N0A 1H0	United States Attorney General Department of Justice 950 Pennsylvania Avenue, N.W. Washington, D.C. 20530
Thompson & Knight LLP PO Box 660684 Dallas, TX 75266-0684	Tristar Contracting Ltd 14801-89 ST Grande Prairie, Alberta T8X 0J2	United States Trustee 615 E. Houston, Suite 533 San Antonio, TX 78205
Tire Centers, LLC 991 Post Oak Road Kilgore, TX 75662	Troyer Ventures Ltd. 9303 - 85 Ave. Fort St. John, British Columbia V1J 5Z3	US EPA Region 6 Bankruptcy Contact Fountain Place 1445 Ross Ave. Dallas, TX 75202-2750
Titan Supply LP 5303 - 75 Street Edmonton, Alberta T6E 5S5	Tru-Kare Tank & Meter Service Ltd. RR 1 Site 9, Box 2 Lacombe, Alberta T4L 2N1	Utah Department of Natural Resources Division of Oil, Gas and Mining 1594 West North Temple, Suite 1210 Box 145801 Salt Lake City, Utah 84114- 5801
Topco Oilsite Products Ltd. 9519 - 28 Ave. Edmonton, Alberta T6N 0A3	Tuscora Rentals, LLC 832 Kaderly St. NW New Philadelphia, OH 44663	Van Houtte Coffee Services Inc. Bay 1, 2915 10 Ave. N.E. Calgary, Alberta T2A 5L4
Total Transload Services ULC 108 55202 SH825 Sturgeon County, Alberta T8L 5C1	Unifirst Canada Ltd. 4601 - 63st. Red Deer County, Alberta T4N 7A6	Vanguard Cleaning Systems of Central Texas 11302 Sir Winston Street, Suite 1 San Antonio, TX 78216
Town of Edson 605 - 50 St. PO Box 6300 Edson, Alberta T7E 1T7	Unifirst Holdings, Inc. 3047 E. Commerce Street San Antonio, TX 78220	Varsity Chrysler 665 Goddard Avenue NE Calgary, Alberta T2K 6K1
Traction UAP #963, 6895 Menway Court Mississauga, Ontario L5S 1W2	Unimin Corporation PO Box 198867 Atlanta, GA 30384	
Trenerry Consulting 135 Somerset Square S.W. Calgary, Alberta T2Y 3E4	United Farmers of Alberta PO BOX 2790 STATION M Calgary, Alberta T2P 2M7	

Verizon Business

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Dallas, TX 75266-0794

Westmor Industries, LLC
PO Box 683, 7 Industrial Blvd
Morris, MN 56267

Zachary T. Shields
Callister Nebeker &
McCullough
10 East South Temple, Suite
900
Salt Lake City, UT 84133

VistaVu Solutions Inc.
Suite 214, 30 Springborough
Boulevard SW
Calgary, Alberta T3H 0N9

Wheels On Safety Training
7897 - 48 Ave.
Red Deer County, Alberta
T4P 2H6

VP Sales & Company LP
P.O. Box 408
Alice, TX 78333

Wiebe Transport
14605-97 STREET
GRANDE PRAIRIE, Alberta
T8V 7B6

Wabash National Trailer
Centers
RBC Charter One Bank Dept.
CH 16739
Palatine, TX 60055-6739

Wilson County Tax Office
Suite 1 - 2 Library Lane
Floresville, TX 78114

Walter Oil & Gas Corporation
1100 Louisiana St, Suite 200
Houston, TX 77002

Worker's Compensation
Board - Alberta
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Edmonton, Alberta T5J 3V3

Weatherford Engineered
Chemistry
P.O. Box 301003
Dallas, TX 75303-1003

Worker's Compensation
Board - BC
PO Box 9600 Stn Terminal
Vancouver, British Columbia
V6B 5J5

Weatherford Laboratories
C/O C00575, PO BOX 575
STN M
CALGARY, Alberta T2P 2J2

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720 King Street West, 10th
Floor
Toronto, Ontario M5V 2T3

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Cleaning Supplies Ltd
11450-149 Street
Edmonton, Alberta T5M 1W7

WS Leasing Ltd
403-960 Quayside Drive
New Westminister Ontario
V3M 6G2

Western Vacuum Services
4706 - 57 St.
Red Deer County, Alberta
T4N 2K6

Wurth Canada Limited
345 Hanlon Creek Blvd
Guelph, Ontario N1C 0A1

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Morris, MN 56267

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